

**ARTICLES OF INCORPORATION
OF
UNIVERSAL TELECOM, INC.**

RECEIVED & FILED
FEB 18 9 05 AM '99
JOHN Y. BROOKHILL
SECRETARY OF STATE
BY C. M. O'NEAL
KENTUCKY

The undersigned, DAVID W. WIGGINTON., acting as an incorporator of a corporation under the Kentucky Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation is: UNIVERSAL TELECOM, INC.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purposes

The purpose for which this corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Kentucky Business Corporation Act.

ARTICLE IV

Principle Office

→ The principle executive office of the corporation is located at, 210 South First Avenue, Suite A, La Grange, Kentucky, 40031.

ARTICLE V

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is five thousand (5,000) shares which shall consist of one class only, common stock, which shall be without par value and shall be defined so as to qualify under Section 1244 of the Internal Revenue Code as Section 1244 stock.

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ARTICLE VI

Pre-Emptive Rights

No pre-emptive rights are granted on any of the shares of stock to be issued.

ARTICLE VII

Registered Office

The address of the corporation's initial registered office is, 210 South First Avenue, Suite A, La Grange, Kentucky, 40031, and the name of the corporation's initial registered agent at such address is David W. Wigginton.

ARTICLE VIII

Directors

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and qualify is:

David W. Wigginton	210 South First Ave., Suite A	La Grange, KY 40031
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ARTICLE IX

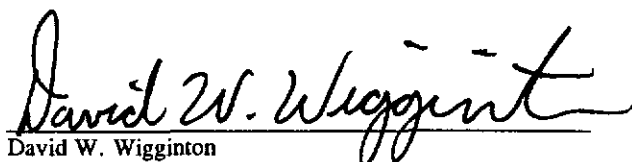
Incorporator

The name and address of the incorporator of the corporation is:

David W. Wigginton	210 South First Ave., Suite A	La Grange, KY 40031
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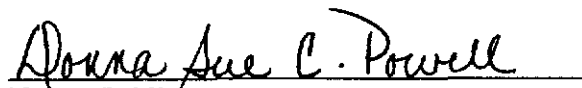
IN WITNESS THEREOF, these Articles of Incorporation have been signed in triplicate by DAVID W. WIGGINTON on this 12th day of February, 1999.


David W. Wigginton

STATE OF KENTUCKY
COUNTY OF OLDHAM

I, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 12th day of February, 1999, personally appeared before me DAVID W. WIGGINTON, who being first duly sworn declared that he is the incorporator of UNIVERSAL TELECOM, INC. and that he did sign the foregoing Articles of Incorporation as the incorporator of the corporation and that the statements contained herein are true.

Witness my hand this 12th day of February, 1999.


Notary Public

My commission expires: Feb. 25, 2002

SEAL:

DOCUMENT NO: 195241
RECORDED ON: FEBRUARY 24, 1999 01:58:33PM
FEE: \$9.00
COUNTY CLERK: ANN B BROWN
COUNTY: OLDHAM COUNTY
DEPUTY CLERK: MICHELE A OVERMAN

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David Wigginton	100 West Adam St., Suite 200 LaGrange, KY 40031	20%
Robert Freeland	100 West Adam St., Suite 200 LaGrange, KY 40031	20%
Terry Powell	100 West Adam St., Suite 200 LaGrange, KY 40031	20%
Jay W. Hall III	100 West Adam St., Suite 200 LaGrange, KY 40031	20%
Earl Hedgespeth	100 West Adam St., Suite 200 LaGrange, KY 40031	20%

**OFFICE OF THE SECRETARY OF STATE****JESSE WHITE • Secretary of State****AUGUST 9, 2002****6239-185-5****UNIVERSAL TELECOM
P.O. BOX 679
LAGRANGE, KY 40031****RE UNIVERSAL TELEPHONE, INC.****DEAR SIR OR MADAM:**

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 3/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,**JESSE WHITE
SECRETARY OF STATE****DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961****JW:CD**

Form BCA-4.15/4.20 (Rev. Jan. 1999)	APPLICATION TO ADOPT, CHANGE OR CANCEL, AN ASSUMED CORPORATE NAME FILED AUG - 9 2002 JESSE WHITE SECRETARY OF STATE	File # This space for use by Secretary of State Date <u>8-9-02</u> Filing Fee <u>\$ 90.00</u> Approved <u>[Signature]</u>
Jesse White Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 762-9520 http://www.sos.state.il.us		
Remix payment in check or money order, payable to "Secretary of State".		

- CORPORATE NAME: Universal Telecom, Inc.
- State or Country of Incorporation: Kentucky
- Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): February 18 8-9 2002
(Month & Day) (Year)
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
- The corporation intends to adopt and to transact business under the assumed corporate name of:
Universal Telephons, Inc.
- The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until February 18 8-1 2007, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Month & Day) (Year)
(Complete No. 6 if changing or cancelling an assumed corporate name.)
- The corporation intends to cease transacting business under the assumed corporate name of:
- The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated April 26, 2002
(Month & Day) (Year)
attested by [Signature]
(Signature of Secretary or Assistant Secretary)
Robert S. Freeland, Secretary
(Type or Print Name and Title)

Universal Telecom, Inc.
(Exact Name of Corporation)
by [Signature]
(Signature of President or Vice President)
David W. Wigginton, President
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.
The fee for cancelling an assumed corporate name is \$5.00.
The fee to change an assumed name is \$25.

<p>Form BCA-13.15 (Rev. Jan. 1999)</p> <p>Jesse White, Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1834 http://www.sos.state.il.us</p> <p>Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."</p>	<p>APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS</p> <p>This space for use by Secretary of State</p> <p>FILES</p> <p>AUG - 9 2002</p> <p>JESSE WHITE SECRETARY OF STATE</p>	<p>SECRETARY OF STATE</p> <p>This space for use by Secretary of State</p> <p>Date 8-9-02</p> <p>License Fee \$</p> <p>Franchise Tax \$ 27.08</p> <p>Filing Fee \$ 75.00</p> <p>Penalties \$</p> <p>Approved: \$ 102.08</p>
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1. (a) CORPORATE NAME: Universal Telecom, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: Universal Telephone, Inc.
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Kentucky

(b) Date of Incorporation: February 18, 1999

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 210 South First St
LaGrange, KY 40031

(b) Address of principal office in Illinois:
(If none, so state) None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T CORPORATION SYSTEM

First Name	Middle Name	Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. LaSalle Street

Number	Street	Suite #

City	ZIP Code	County
<u>Chicago</u>	<u>60604</u>	<u>Cook</u>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

AL, AR, FL, GA, KS, KY, LA, MS, MO, NV, NC, OK, SC, TN

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President <u>David W. Wiegman</u>	<u>210 South First St</u>	<u>LaGrange</u>	<u>KY</u>	<u>40031</u>
Secretary <u>Robert S. Freeland</u>	<u>210 South First St</u>	<u>LaGrange</u>	<u>KY</u>	<u>40031</u>
Director <u>David W. Wiegman</u>	<u>210 South First St</u>	<u>LaGrange</u>	<u>KY</u>	<u>40031</u>
Director <u>Robert S. Freeland</u>	<u>210 South First St</u>	<u>LaGrange</u>	<u>KY</u>	<u>40031</u>

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Retail of telecommunication products and services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
	Common	No Par Value	5,000	2,500

9. Paid-in Capital: \$ 12,500.00 015187
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 150,649.12
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 3,800,062.40
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 60,000.00

11. Interrogatories: (Important - this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Universal Telecom
1100 N. DEWEY ST.
LAKEVIEW, IL
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 2500
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: May 15th, 2002

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated April 26, 2002 Universal Telecom, Inc.
(Month & Day) (Year) (Exact Name of Corporation)

Attested by [Signature] [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Robert S. Freeland, Secretary David W. Wigginton, President
(Type or Print Name and Title) (Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fee and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).